



2-211A024

TTX COMPANY
101 NORTH WACKER DRIVE
CHICAGO, ILLINOIS 60606
(312) 853-3223
FAX (312) 984-3855

THOMAS D. MARION
TREASURER

DIRECT LINE (312) 984-3821

July 28, 1992

VIA FEDERAL EXPRESS

Sidney Strickland, Jr.
Secretary
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Room 2303
Washington, D.C. 20423

RECORDATION NO. 17704-A FILED 1425

JUL 29 1992 - 2 55 PM

INTERSTATE COMMERCE COMMISSION

JUL 29 2 49 PM '92
MOTOR OPERATING UNIT

Dear Mr. Strickland:

Submitted herewith for filing and recording under 49 U.S.C.
Section 11303(a) and the regulations promulgated thereunder are
three (3) fully executed documents as follows:

Manufacturing Agreement Supplement No. 1
dated as of July 14, 1992, a secondary document
supplementing the Manufacturing Agreement dated
as of January 24, 1992.

Parties to this transaction are as follows:

TTX Company (Company)
101 North Wacker Drive
Chicago, Illinois 60606

DIFCO, Inc.
P.O. Box 238
Findlay, OH 45839

The general description of the equipment is as follows:

<u>Type</u>	<u>AAR Mechanical Designation</u>	<u>No. of Units</u>	<u>Marked</u>	<u>Numbered</u>
55-foot loading deck, 195-ton capacity flatcar.	FM	5	QTTX	131035-131039

Sidney L. Strickland, Jr.
July 28, 1992
Page Two

Enclosed is our check in the amount of \$16.00 to cover filing fees.

Prior recordations pertaining to this Supplement No. 1 being recorded are as follows:

- (1) Manufacturing Agreement dated January 24, 1992, recorded on February 14, 1992, recordation number 17704.

A short summary of this Supplement to appear in the Index is as follows:

"Manufacturing Agreement Supplement No. 1 covering 5 50-foot loading deck, 195-ton capacity flatcars numbered 131035-131039".

Once the filing has been made, please retain one copy and return the remaining stamped counterparts and transmittal letter copy to me via certified mail.

Very truly yours,



TDM/mak
Enclosures

P.S. Ms. Mildred Lee - As per your previous conversation, please call Jane Congram at 312-984-3841 as soon as this agreement is recorded advising her of the recordation number, date and time. Thank you very much.

17704-a

Interstate Commerce Commission
Washington, D.C. 20423

7/29/92

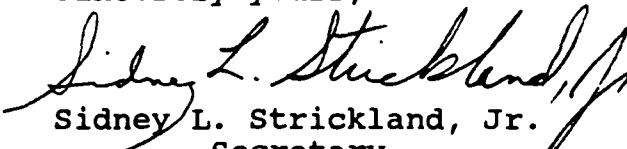
OFFICE OF THE SECRETARY

Thomas D. Marion
Treasurer
TTX Company
101 North Wacker Drive
Chicago, Illinois 60606

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/29/92 at 2:55pm, and assigned recordation number(s). 17704-A

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

MANUFACTURING AGREEMENT SUPPLEMENT #1, dated as of July 1992, between DIFCO INC. (the "Manufacturer") and TTX COMPANY (the "Company").

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of January 24, 1992 which provides for the execution and delivery from time to time of supplements thereto each substantially in the form hereof for the purpose of subjecting to said Manufacturing Agreement additional units of new, standard gauge railroad equipment.

The units of railroad equipment described in Item 1 of Annex A hereto are hereby subjected to said Manufacturing Agreement. The information set forth in Annex A hereto in respect of such units of railroad equipment, and set forth in Items 2, 3, and 4 of said Annex A, is hereby incorporated into Annex A to the Manufacturing Agreement as though originally set forth therein; provided, however, that such information shall apply and refer only to the units of railroad equipment described in Annex A hereto.

IN WITNESS WHEREOF, The parties hereto, each pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by duly authorized officers and their respective corporate seals to be hereunto affixed and duly attested, all as of the day, month and year first above written.

DIFCO INC.

By: Robert J. Ward
Vice President

(Corporate Seal)

ATTESTATION:

Nancy J. Lutz
Assistant Secretary

TTX COMPANY

By: D. Marion
Treasurer

(Corporate Seal)

ATTESTATION:

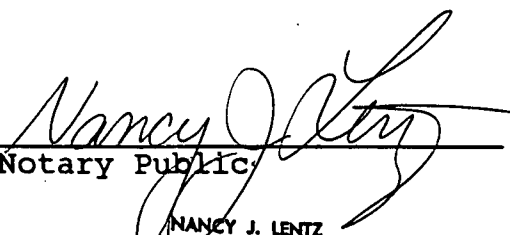
A. J. Burton
Assistant Secretary

7704-A
JUL 29 1992 - 2 55 PM
INTERSTATE COMMERCE COMMISSION

STATE OF Ohio)
) SS.:
COUNTY OF Hancock)

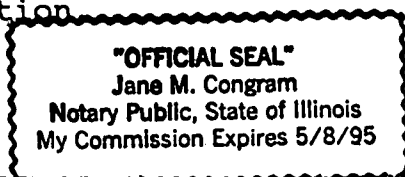
On this 20th day of July 1992, before me personally appeared --Robert J. Ward-----, to me personally known, who, being by me duly sworn, says that he is a Exec. Vice President----- of DIFCO INC. that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(NOTARIAL SEAL)


Notary Public
NANCY J. LENTZ
Notary Public - State of Ohio
My Commission Expires May 13, 1995

STATE OF ILLINOIS)
) SS.:
COUNTY OF COOK)

On this 15 day of July, 1992, before me personally appeared Thomas D. Marion, to me personally known, who, being by me duly sworn, says that he is the Treasurer of TTX COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



(NOTARIAL SEAL)


Notary Public

ANNEX A
TO MANUFACTURING AGREEMENT SUPPLEMENT #1

DIFCO INC.
(Manufacturer)

TTX COMPANY
(Company)

Item 1:

<u>Type*</u>	<u>Qty.</u>	<u>Company Car Numbers (Inclusive)</u>	<u>Unit Purchase Price</u>	<u>Total Purchase Price</u>	<u>Month(s) of Delivery</u>	<u>Spec. (Contract Number)</u>
QTTX	5	131035-131039			Aug.-Sept. '92	T-4091-D

Item 2: February 28, 1993

Item 3: To be determined.

Item 4: P.O. Box 238
Findlay, OH 45839

* 55 Foot loading deck, 195 ton nominal capacity, flat car. TTX Company General Specification No. 68-43-011586, dated January 15, 1986, revised October 1, 1990, and Supplemental Specification Number 68-43-102690 issued October 26, 1990 and revised October 1, 1991 (Buyer's Specification). DIFCO Specification 101FM issued October 17, 1991 (Seller's Specification).

mfgagree.50